

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: March 31, 2017

CUMULUS MEDIA HOLDINGS INC. and
CUMULUS MEDIA INC.,

Plaintiffs and
Counterclaim
Defendants,

v.

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent under the
Amended and Restated Credit Agreement
among Cumulus Media Inc., Cumulus
Media Holdings Inc., as Borrower, Certain
Lenders, Royal Bank of Canada, and
Macquarie Capital (USA) Inc., as Co-
Syndication Agents, and Credit Suisse AG,
Cayman Islands Branch, Fifth Third Bank,
Goldman Sachs Bank USA and ING Capital
LLC, as Co-Documentation Agents
dated as of December 23, 2013,

Defendants,

and

ACIS CLO 2013-1 LTD., *et al.*,

Defendants-
Intervenors
and
Counterclaim
Plaintiffs,

16 Civ. 9591 (KPF)

FINAL JUDGMENT

KATHERINE POLK FAILLA, District Judge:

For the reasons outlined on the record in the Court's oral Opinion of
February 24, 2017 and the Order entered that day (Dkt. #117), (i) denying

Plaintiffs' Motion for Summary Judgment, (ii) granting Defendant JPMorgan Chase Bank N.A.'s motion for Summary Judgment, and (iii) granting in part Defendant-Intervenors' Motion for Summary Judgment on Defendant-Intervenors' First Counterclaim for Relief that the proposed exchange offer and proposed amendments to the Credit Agreement (the "Proposed Transaction") would violate Sections 8.8 and 8.16 of the Credit Agreement and (iv) denying Defendant-Intervenors' Motion for Summary Judgment that such breaches of the Credit Agreement would constitute an Event of Default under the Credit Agreement; and the Court having jurisdiction to enter this Final Judgment; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. Plaintiffs' complaint is dismissed with prejudice.
2. The Court finds and declares, pursuant to the Declaratory Judgment Act, 28 U.S.C. §§ 2201-02, that the Proposed Transaction would, if consummated, violate Sections 8.8 and Section 8.16 of the Credit Agreement.
3. Except as set forth at Paragraph 2, the remainder of Defendant-Intervenors' First Counterclaim for Relief is dismissed as moot.
4. Defendant-Intervenors' Second and Third Counterclaims for Relief are dismissed as moot.
5. Pursuant to Fed. R. Civ. P. 54(b), the Court, having determined that there is no just reason for delay, hereby enters this Final Judgment and further determines that Defendant-Intervenors'

Count IV of the Counterclaims for fees, costs and expenses shall proceed before this Court without affecting the finality of this Final Judgment.

SO ORDERED.

Dated: March 31, 2017
New York, New York

A handwritten signature in blue ink, reading "Katherine Polk Failla".

KATHERINE POLK FAILLA
United States District Judge